

Application No. UP-686-05, Premier Properties USA, Inc.: Request for a Special Use Permit, pursuant to Sections 24.1-306 (Category 13, No. 2) and 24.1-466(g) of the York County Zoning Ordinance, to authorize establishment of a regional shopping center of more than 80,000 square feet of gross floor area located at 165 and 175 Water Country Parkway and further identified as Assessor's Parcel Nos. 11-4-3 and 11-91. The properties, containing 233.11 acres (parcel no. 11-4-3) and 3.67 acres (parcel no. 11-91) are located at the southeast quadrant of the southern Humelsine Parkway (Route 199)/Interstate 64 interchange and south of Water Country Parkway (Route 640). The property is zoned EO (Economic Opportunity) and is designated for Economic Opportunity development in the Comprehensive Plan.

Ms. Amy Parker, Senior Planner, presented a summary of the memorandum to the Board dated October 10, 2005, in which the staff recommended approval. Under the proposal, the public road improvements would be funded through a bond issue. Ms. Parker noted that staff received the applicant's traffic impact study one week ago and has submitted it to the Virginia Department of Transportation (VDOT) for review. She acknowledged receipt of a letter from the Virginia Department of Historic Resources that concurred with the findings and recommendations of the Phase II Archaeological Report, James River Institute. James City County planning office also wrote a letter, which has been transmitted to the Commission, recommending: postponement of action on the application until VDOT completes review and approval of the plans and traffic study; preservation of historic sites in place; and requiring better design guidelines for pedestrian connections and urban design. The James City County planning office further expressed concerns about stormwater management in areas of steep slopes. Ms. Parker pointed out that the Zoning Ordinance controls development on steep slopes. The Environmental and Development Services staff reviewed the stormwater management plan and saw no initial problems. If stormwater management was shown to be lacking during more detailed site plan review, the applicant would be required to adjust the amount of impervious surface accordingly. Both aforementioned letters are attached to the Minutes.

Mr. Ptasznik asked when the VDOT traffic study might be completed. **Ms. Parker** said VDOT indicated it would be the beginning of November at the earliest before they could complete review of the study. Much of the study and review effort will focus on the requested connections to the Grove Interchange, she added.

Chair Ptasznik opened the public hearing.

Mr. Ryan D. Cronk, Premier Properties, Inc., 5252 East 82nd Street, Indianapolis, Indiana, introduced other members of the project team, including Messrs. Jeff Kanable, Premier Properties; Ronnie Osborne, Landmark Design Group; Dexter Williams, DRW Traffic Consulting; Doug Beish, Williamsburg Environmental Group; Paul Gerhardt, Kaufman & Canoles; John Quarstein, historian; and staff from James River Institute. Mr. Cronk presented a slide show of the application.

Mr. Cronk said that Premier Properties built its initial center in Plainfield, Indiana, approximately 10 years ago and is currently working on other projects in Indianapolis, Atlanta, Pittsburgh, and Orlando. He said its designs emphasize pedestrian circulation, national retailers, specialty shops, restaurants, and local entrepreneurs. He said that Premier created a design theme unique to York County and the proposed project has been named The Marquis. Mr. Cronk estimated \$180 million in annual sales for Phase I.

The center is designed with two pods, north and south, with a main street-type design as the focal point. It offers open-air shopping, allowing shoppers to walk from one store to any other store without having to walk through a parking lot. **Mr. Cronk** expects it to be a regional shopping and entertainment destination. He spoke of the parking plan, decorative light poles, landscaped and lighted sidewalks, and potted plants to maintain color year-around. Mr. Cronk said retail architects JPRA Architects of Michigan created the design. **Mr. Cronk** said that brick facades would be prominent, including brick pavers on sidewalks and crosswalks. Weather protection would be offered along with open space.

Mr. Dexter Williams, 2319 Lathum Place, Midlothian, VA, is the applicant's traffic consultant. Mr. Williams said the project design and analysis was started over two years ago. A traffic study was submitted to VDOT at the end of August 2005. After a brief review and in response to comments by VDOT, the applicant modified the initial design. He discussed traffic growth on Interstate 64 and Route 199 and forecasts for future growth over the next 20 years. He said those major roadways may need to expand to allow growth. He spoke of ramp junctions, turning movements, and growth of areas around those major roadways that would make it difficult or impossible to achieve the most desirable levels of traffic service. He did not foresee that Interstate 64 could handle any more traffic.

Mr. Abel asked about the center in Plainfield. **Mr. Cronk** said the applicant's first project was started 10 years ago in Plainfield, Indiana, and a new one is under construction there at this time.

Mr. Abel asked if Short Pump Center in Richmond would be an accurate comparison to what is envisioned for The Marquis in York County. **Mr. Cronk** said the York County project as proposed would be larger than Short Pump Center but the atmosphere and retail mixes would be comparable.

Mr. Cronk explained the naming of the project.

Mr. Cronk, replying to **Ms. Conner**'s questions, said he is Vice President of Development for Premier Properties, Inc., which is privately owned.

Chair Ptasznik closed the public hearing.

Mr. Abel was concerned about the limited time available to the Planning Commission to consider this application, noting the application materials were delivered to the members 48 hours ago. It is a major proposal for one of the few undeveloped areas of the County and an area in which the Commission takes great interest. He appreciated the presentations, but requested that the Commission not vote until it has time for more study and consideration.

Mr. Hamilton concurred. He wanted to be sure his vote was made for the right reasons and for what he believed to be the correct use for that particular land.

Ms. Conner was enthusiastic about the plan and commended the developers for their vision, but concurred that more time is needed for review.

Mr. Staton requested to ask the applicant another question.

Chair Ptasznik reopened the public hearing.

Mr. Staton asked if Phase I and Phase II would be similar in size and proportion.

Mr. Cronk explained that Phase II would be smaller and the total size of the two phases should equal more than one million square feet.

Hearing no other questions, **Mr. Ptasznik** closed the public hearing.

Mr. Barba echoed the other members' concerns. It seems to be a great project but with everything that's been going on in the County - such as financing the infrastructure - the train is already rolling. He said the Commission could look at it some more, but it looks like a done deal.

Mr. Ptasznik expressed concern over the lack of traffic studies and wetlands information. It would be a major undertaking and he also wanted more time to study the comprehensive application package. It appeared to him to be a good project.

Mr. Carter advised that the Planning Commission could table the application if it did not intend to keep the public hearing open and deliberate it at the next meeting. If more public comment would be allowed, it could choose to continue the public hearing. The staff will readvertise if necessary. **Mr. Ptasznik** recommended continuance until the November regular meeting of the Commission.

Mr. Staton asked if the traffic study would be back from VDOT in time to be included in the November meeting materials. **Mr. Carter** reported that the applicant has requested another meeting with VDOT's district level. Staff will try to have that meeting within two weeks. However, the ultimate traffic situation cannot be projected until VDOT completes its reviews and, after that, the proposals for connections with the interstate highway are reviewed by the Federal Highway Administration official system and found to be acceptable. The proposed transportation system condition has been written in such a way to account for the whole review process, he added.

Mr. Carter apologized for the short time the members had to study the package.

Mr. Abel moved to continue the public hearing until the November regular meeting. The vote to continue the public hearing was unanimous, 6:0 (Davis absent).

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Ms. Amy Parker, Senior Planner, reviewed the application and the revisions proposed since the public hearing was opened in October and continued by the Commission. She noted the staff recommendation to adopt draft Resolution PC05-45(R).

Mr. Ptasznik inquired about the proposal to establish a Design Review Committee and its structure, particularly the proposal permitting the Board of Supervisors to make revisions. **Ms. Parker** noted the recommendation, referenced also in the proposed resolution, refers only to the Board authorizing revisions relating to the composition of the Committee. The particulars of the document, once approved, would not be subject to further action by the Board of Supervisors.

Chair Ptasznik re-opened the continued public hearing.

Mr. David Zoba, partner with Premier Properties USA, Inc., 6045 Sunset Lane, Indianapolis, IN, spoke in behalf of the applicant. He explained that Premier Properties seeks to "create a sense of place, order and excitement, where people like to be, to see people and be seen, and have an enjoyable shopping, entertaining, and dining experience." Mr. Zoba believed The Marquis in York County could be its most exciting project to date and bring more order than exists in local shopping environments. He believed the project would generate substantial tax revenues. Mr. Zoba acknowledged there still are some issues for the applicant to address.

Mr. Zoba introduced **Mr. Ryan Cronk**, Vice President, Premier Properties USA, Inc., who offered to answer questions.

Mr. Davis asked what the applicant's target market would be.

Mr. Cronk said the aim is to capture a market that is not served in Newport News or York County, to attract retailers representing a wide array of tastes, and to attract customers of a broad demographic range.

Mr. Barba addressed traffic as a significant concern and wanted to know the status of the applicant's traffic studies. **Mr. Cronk** said the obstacles include the complexities of working with a number of entities, including federal and state transportation departments, Busch Properties, and others. He acknowledged the necessity to conform to York County requirements and resubmit traffic studies to state and federal agencies. He spoke of meetings the applicant had with the County and the Virginia Department of Transportation and some of the traffic configurations discussed or under consideration. He was not certain of the outcome but said the applicant would have to make the traffic work in accordance with the County ordinances and requirements.

Mr. Hamilton inquired about pedestrian connections within the proposed shopping areas.

Mr. Cronk noted that Mr. Carter had provided the applicant with written guidelines concerning pedestrian connectivity. He said a concept plan by its nature is somewhat flexible but the intent is to ensure pedestrian connectivity as well as driving lanes and parking spaces to serve the retail shops. He added that some of those details will have to be worked out after the anchors and other retailers have been finalized because the particular retail mix will have an impact on traffic and pedestrian decisions.

Mr. Ptasznik thought it was more desirable to exclude vehicular traffic within the retail shopping area. **Mr. Cronk** said there are philosophical differences among shopping centers or retailers on that issue. The applicant theorizes the traffic component in the center of the shopping area helps to ensure the area thrives in all weather conditions, and angled storefront parking provides convenient access to retailers. He said vehicles would not be permitted in the center areas during special events such as concerts.

Chair Ptasznik closed the public hearing.

Mr. Staton observed that Town Center in Bowie, Maryland, allows vehicular traffic in the center of the shopping complex along with angled parking and sidewalks, and it seems to work out well.

Mr. Abel had read an item in the Plainfield, Illinois newspaper highlighting the applicant's Plainfield project and indicating that it was popular and successful among shoppers. He anticipated the same high level of results for The Marquis.

Mr. Barba thought it had the potential to be a first-rate project and commended the applicants for their respect for and management of historic resources on the site.

Mr. Davis believed the proposed project could be a great asset for the County.

Mr. Ptasznik said the County could take pride in introducing the concept to the area and believed it would be good for economic development and for the citizens. He commended staff for recognizing the value of and coordinating the complicated archaeological, historical, and environmental concerns.

Mr. Hamilton moved adoption of proposed Resolution PC05-45(R).

Resolution No. PC05-45(R)

On motion of Mr. Hamilton, which carried 7:0, the following resolution was adopted:

A RESOLUTION TO RECOMMEND APPROVAL OF A SPECIAL USE PERMIT
TO AUTHORIZE A RETAIL CENTER OF MORE THAN 80,000 GROSS
SQUARE FEET IN FLOOR AREA AT 165 AND 175 WATER COUNTRY
PARKWAY

WHEREAS, Premier Properties USA, Inc. has submitted Application No. UP-686-05, which requests a special use permit, pursuant to Section 24.1-466(g) of the York County Zoning Ordinance, to authorize a retail center of more than 80,000 square feet of gross floor

area on property located at 165 Water Country Parkway (Route 640) and a portion of 175 Water Country Parkway and further identified as Assessor's Parcel Nos.11-91 and a portion of 11-4-3; and

WHEREAS, said application has been referred to the York County Planning Commission in accordance with applicable procedure; and

WHEREAS, the Planning Commission has conducted a duly advertised public hearing on this application; and

WHEREAS, the Commission has carefully considered the public comments with respect to this application;

NOW, THEREFORE, BE IT RESOLVED by the York County Planning Commission this the 9th day of November, 2005 that Application No. UP-686-05 be, and it is hereby, transmitted to the York County Board of Supervisors with a recommendation of approval to authorize a retail center of more than 80,000 square feet of gross floor area located at 165 Water Country Parkway (Route 640) and a portion of 175 Water Country Parkway and further identified as Assessor's Parcel Nos.11-91 (GPIN I13c-0012-1173) and a portion of 11-4-3 (GPIN H13b-3795-3227) subject to the following conditions:

1. This use permit shall authorize a retail center of more than 80,000 square feet of gross floor area located at 165 Water Country Parkway (Route 640) and a portion of 175 Water Country Parkway and further identified as Assessor's Parcel Nos.11-91 and a portion of 11-4-3. This use permit shall be applicable only to that area identified as "Phase I" on Sheet C2.0 of the plans referenced in Condition #2 below.
2. A site plan prepared in accordance with the provisions of Article V of the York County Zoning Ordinance shall be submitted to and approved by the York County Department of Environmental and Development Services, Division of Development and Compliance, prior to the commencement of any construction activities on the subject parcel. Except as modified herein, said site plan shall be in substantial conformance with the plans titled "The Marquis, York County, Virginia," S.U.P. Re-submittal, Sheets C.01, C1.1, C1.2, C1.3, C3.1 and C3.2, prepared by Landform, dated September 30, 2005 and received by the Planning Division October 3, 2005 and Sheets 2.0, 2.1 and 2.2, received on October 10, 2005, and "Typical Main Street Cross Section, the Marquis," prepared by JPRA Architects, dated September 30, 2005 and received by the Planning Division on October 3, 2005. Building elevations shall be in general conformance with elevations titled "Williamsburg Row," sheet numbers 4 through 15, prepared by JPRA Architects, dated August 31, 2005 and received by the Planning Division September 23, 2003, and shall be subject to the design review and approval process set forth herein. For the purposes of this Special Use Permit authorization, the maximum total amount of floor area in the subject phase of the project shall be 800,000 square feet.
3. Prior to site plan approval, the applicant shall secure wetlands permits required under Chapter 23.1 of the County Code, and any permits or approvals required from the Army Corps of Engineers for development impacting wetlands.
4. All signage on the property shall be in conformance with Article VII of the Zoning Ordinance. Freestanding identification signage for the overall project shall be limited to a single monument sign for each individual public street frontage bordering the property

(Interstate 64, including the exit ramp; Route 199; Water Country Parkway, extended) and shall be in substantial conformance with the monument sign elevation titled "Freestanding/Monument, The Marquis," Sheet 3, prepared by JPRA Architects, dated September 30, 2005 and received by the Planning Division on October 3, 2005. Freestanding identification signs for any separate outparcels shall be permitted in accordance with the terms of Article VII. Internal freestanding directional signage shall conform to Zoning Ordinance Section 24.1-707(r).

5. Pedestrian access and parking lot landscape dividers shall be located as depicted on the plan sheet labeled "Staff amendments," Sheet C2.2 and dated October 10, 2005, a copy of which is included in this resolution by reference. The ultimate site design shall also include any additional pedestrian ways and/or landscape dividers as may be deemed required in the course of final site plan review. The pedestrian access way labeled "major pedestrian access way" shall be designed as a minimum 15-foot wide landscape island containing a minimum 5-foot wide sidewalk adjacent to a minimum 10-foot wide landscaped area. All other delineated pedestrian access ways shall be designed as minimum 10-foot wide islands containing minimum 4-foot wide sidewalks adjacent to minimum 6-foot wide landscaped areas.
6. Prior to application for site plan approval, a design review committee, formed and governed by the document "Design Review Committee Structure" dated November 2, 2005, and made a part of this resolution by reference, shall be established for the review and approval of proposed building and signage plans. Site and building plans shall conform to the Design Guidelines section of this document and such other standards as are established herein.
7. Access to the proposed development shall be as generally depicted on the conceptual plans referenced in Condition #2 above, and including any modifications as required by the Virginia Department of Transportation (VDOT). Such access arrangements from Route 199 and the proposed connections with the Grove Interchange ramp system of Interstate 64 shall be subject to review and approval by the Virginia Department of Transportation and by the Federal Highway Administration (FHWA) in accordance with such procedures and requirements as those agencies determine appropriate. The adequacy of the proposed traffic network shall be documented and analyzed in a Traffic Impact Study prepared in accordance with all applicable standards for such studies and approved by VDOT and FHWA where applicable as required by statute. The Traffic Impact Study shall document the improvements necessary to serve the needs of the proposed development and to yield a minimum Level of Service of C. Where the existing conditions provide a current Level of Service of less than C, the improvements shall be designed to at least maintain the current volume to capacity ratio without further degradation through the design year, plus two years. The improvements necessary to accommodate the traffic impacts of the proposed development shall be the responsibility of the applicant. In the event transportation system improvements cannot be designed to accommodate the proposed amount of retail development and achieve the LOS standard, then the size (floor area) of the proposed commercial space shall be reduced accordingly from that depicted on the Concept Plan.

The alignment and design of the proposed main access road, which is depicted on the Concept Plan as a "New State Road," shall be approved by the Virginia Department of Transportation and, in the event of a connection to the Interstate 64 ramp system, the Federal Highway Administration. The road shall be designed as a limited access facility with no breaks on its north side other than a possible service/employee access connection to Water Country USA, and a possible pull-off/parking area to provide access to any interpretive area

established in conjunction with the historic/archaeological resources to be preserved, both subject to VDOT's review and approval. Access breaks (entrances into the proposed development) on the south side shall be as generally depicted on the referenced concept plans, shall not exceed a total of five (5) for this phase of the project, and shall be subject to review and approval by VDOT as to such design, geometrics and traffic control/signalization standards as it deems appropriate.

In the event the connection to the Interstate 64 ramp system is not approved by VDOT and/or the Federal Highway Administration, or is still under review at the time the applicant wishes to commence detailed design and engineering work for the Phase I development, the applicant shall be responsible for demonstrating the adequacy of the Route 199 access point to serve as the sole access to the proposed Phase I development. Such documentation shall be provided through the submission and approval, by VDOT, of a traffic impact analysis (which may be a sub-section of the overall project Traffic Impact Study referenced above). In addition, the applicant shall be responsible for securing a commitment from VDOT that the Phase I main access road will be eligible, upon completion, for acceptance by the Virginia Department of Transportation. In the event the Phase I main access road will not be eligible for acceptance by VDOT, it shall be considered a private road/commercial access and all future maintenance responsibility shall rest with the applicant/developer.

The referenced Traffic Impact Studies shall accompany the first site plan submission for the proposed development. Site Plan approval shall be contingent upon approval of the Traffic Impact Study by VDOT and, as necessary, the Federal Highway Administration. No Land Disturbing Activity Permits shall be issued for the proposed development unless the Traffic Impact Study and roadway design has been approved. In the event the authorized project is to be constructed in phases and will involve multiple site plan submissions, the initially submitted traffic study may include recommendations for a phased approach to constructing the transportation infrastructure.

8. Except as noted herein, preservation of historic resources on the property shall be fulfilled in accordance with the applicant's historical resources summary received by the Planning Division on October 3, 2005, which is included in this resolution by reference.

Prior to any clearing or grading activities in the area of historical resources site nos. 394, 396 or 1026 as identified in the report "Phase II Archaeological Significance Evaluation of Sites 44YO0394, 44YO0395, 44YO0396, and 44YO1026 at the Whittaker's Mill Tract in York County, Virginia," prepared by James River Institute for Archaeology, Inc., dated August 2005 and received by the Planning Division on September 1, 2005, a Phase III archaeology study shall be conducted in accordance with Virginia Department of Historical Resources (VDHR) guidelines. This shall include full recovery, documentation and archiving of all found historical artifacts on the site. Artifacts shall be archived at an antiquities repository facility constructed in accordance with applicable VDHR curation guidelines (36CFR, part 79), and shall be available to the public for educational and research purposes. In coordination with the County and VDHR, the applicant shall initiate application to the VDHR for nomination of preserved eligible sites to the National Register of Historic Places.

There shall be no disturbance of the gun emplacement/redoubt located within site No. 394 as identified in the above-referenced Phase II archaeological report, and a 50-foot undisturbed buffer shall be maintained surrounding the feature. Said buffer shall be delineated on

approved site and grading plans, and shall be clearly demarcated on-site prior to clearing or grading activities in its vicinity.

Prior to site plan approval, an easement shall be established for the perpetual preservation of historical sites over the area so referenced on plan Sheet C1.2. The easement area shall also include the undisturbed buffer associated with the gun emplacement/redoubt area referenced above. Said easement shall be granted to the County or other public or non-profit organization dedicated to the discipline of historic preservation and associated public education, and shall contain provisions for the maintenance and protection of historic sites and interpretive facilities as referenced herein.

No later than at time of completion of the proposed state road within the Phase I portion of the subject site, the applicant shall be responsible for the construction of an interpretive building in the area of site Nos. 394/395, as identified in the above-referenced Phase II archaeological report, for the purpose of displaying educational information, including, but not limited to, photographs and text describing the artifacts and the associated history of the site. The County, in coordination and cooperation with VDHR and the Virginia Association of Museums, shall approve the proposed architecture, size, location, and interior design of the building.

9. Free standing and building lighting shall be full cut-off fixtures that are shielded and directed downward and level to the ground to prevent off-site illumination. The maximum height for on-site light fixture poles shall be as follows:

Pedestrian Walks and Plazas:	18 feet
Internal Streets and Drives:	25 feet
Parking Areas:	30 feet

Freestanding signage shall be internally lit, except where exterior lighting is directed downward and fully shielded. Illumination levels shall not exceed 0.5-foot candle at any exterior property line. Neon lighting exposed or contained within non-opaque fixtures shall not be permitted for signage or for building or other structure accents. All lighting schemes and lighting fixtures shall be consistent with the lighting recommended by the Illumination Engineering Society of North America (IESNA). Acceptable light sources shall include incandescent and metal halide lamps, and should produce a color temperature close to daylight. Other sources may be approved by the Design Review Committee; however, mercury vapor sources are not permitted.

10. A 45-foot wide undisturbed landscape buffer shall be maintained abutting the western border of the property adjacent to the Route 199 and I-64 rights-of-way, including the interstate exit ramp.
11. Outdoor storage of retail goods or other materials shall not be permitted.
12. Rooftop HVAC, electrical and similar utilities shall be screened from view of any street right-of-way, circulation drive, parking area or pedestrian way.
13. Calculation of minimum required parking spaces shall be exclusive of spaces utilized for cart storage uses. Parking areas that are located along public right-of-way frontages shall be appropriately screened/buffered from view using fencing, walls (maximum 42 inches in height), or hedges.

14. In accordance with the provisions of Section 24.1-115(d) of the Zoning Ordinance, significant modifications to this approval as determined by the Zoning Administrator shall require that a new use permit application be submitted for review. Modifications can be administratively approved if the Zoning Administrator determines the modification to be minor.
15. In accordance with Section 24.1-115(b)(7) of the York County Zoning Ordinance, a certified copy of the resolution authorizing this special use permit shall be recorded prior to application for site plan approval at the expense of the applicant in the name of the property owner as grantor in the office of the Clerk of the Circuit Court.
